

# **EXHIBIT A**

**THE DISTRICT COURT  
OF THE CHEROKEE NATION**

THE CHEROKEE NATION,

Plaintiff,

No. CV-2017-203

vs.

MCKESSON CORPORATION; CARDINAL  
HEALTH, INC.; AMERISOURCEBERGEN;  
CVS HEALTH; WALGREENS BOOTS  
ALLIANCE, INC.; and WAL-MART  
STORES, INC.,

Defendants.

**DECLARATION OF THOMAS S. MOFFATT IN SUPPORT OF  
DEFENDANT CVS HEALTH'S MOTION TO DISMISS**

1. I, Thomas S. Moffatt, hereby affirm, under penalty of perjury, that I am over 18 years of age and am competent to make the following Declaration:

2. I have personal knowledge of the matters stated herein, and they are true and correct to the best of my knowledge. I am authorized to make this Declaration on behalf of Defendant CVS Health Corporation (named in this suit as "CVS Health"). I authorize the use of this Declaration in connection with the above-captioned lawsuit.

3. I have been employed with CVS Pharmacy, Inc. since 1997, and currently hold the position of Vice President, Corporate Secretary and Assistant General Counsel – Corporate Services of CVS Pharmacy, Inc.

4. In that capacity, I am familiar with the corporate structure of CVS Health Corporation and its indirectly wholly-owned subsidiary, Oklahoma CVS Pharmacy, L.L.C., the entity that operates the CVS retail pharmacies in the State of Oklahoma. Over the past nineteen-plus years in my role at CVS Pharmacy, Inc., I have become familiar with the nature of the

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primary business functions of CVS Health Corporation and certain of its subsidiaries, including Oklahoma CVS Pharmacy, L.L.C.

5. CVS Health Corporation is a holding company, and its primary functions are to issue stock that is traded on the New York Stock Exchange and to file reports with the Securities and Exchange Commission. CVS Health Corporation also performs certain other functions related to those primary functions. However, CVS Health Corporation has no operations unrelated to its status as a holding company. In particular, it does not directly operate retail pharmacies and it does not sell prescription medications.

6. CVS Health Corporation is organized under the laws of the State of Delaware and its principal place of business is located in the State of Rhode Island. It has no offices or facilities in Oklahoma, and none of its limited business functions regularly occur there. CVS Health Corporation has no assets, income, employees, or operations within the State of Oklahoma. CVS Health Corporation is not qualified as a foreign corporation under the laws of Oklahoma or the Cherokee Nation, it does not have a registered agent for service of process in Oklahoma or with respect to the Cherokee Nation, and it is not regulated by any Oklahoma or Cherokee Nation agency.

7. CVS Health Corporation has agreements with a limited number of senior executives who are officers of CVS Health Corporation and who are employed by and provide services to various subsidiaries of CVS Health Corporation. None of these officers is located in Oklahoma. CVS Health Corporation has no direct involvement in directing, managing, or supervising the operations or the employees of any of its subsidiary companies, including Oklahoma CVS Pharmacy, L.L.C. CVS Health Corporation does not direct, manage, or

supervise the operations of Oklahoma CVS Pharmacy, L.L.C., including Oklahoma CVS Pharmacy, L.L.C.'s retail stores.

8. CVS Health Corporation is a separate and distinct entity from Oklahoma CVS Pharmacy, L.L.C. Both entities observe and enforce corporate formalities. Oklahoma CVS Pharmacy, L.L.C. is not a reporting division of CVS Health Corporation; rather, it is a separate limited liability company, organized under the laws of the State of Oklahoma. Its sole member is CVS Pharmacy, Inc. Oklahoma CVS Pharmacy, L.L.C. has its own governing documents, including articles of organization and operating agreement; maintains its own corporate records and bank accounts; where applicable, files its own federal, state, and local tax returns; and has its own employees.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 9<sup>th</sup> day of June, 2017, in Woonsocket, Rhode Island.

  
THOMAS S. MOFFATT